

GEORGE A. RILEY (Bar No. 118304)  
griley@omm.com  
MICHAEL F. TUBACH (Bar No. 145955)  
mtubach@omm.com  
CHRISTINA J. BROWN (Bar No. 242130)  
cjbrown@omm.com  
O'MELVENY & MYERS LLP  
Two Embarcadero Center, 28th Floor  
San Francisco, CA 94111-3823  
Telephone: (415) 984-8700  
Facsimile: (415) 984-8701

Attorneys for Defendant Apple Inc.

**UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN JOSE DIVISION**

IN RE HIGH-TECH EMPLOYEE  
ANTITRUST LITIGATION

THIS DOCUMENT RELATES TO:  
  
ALL ACTIONS

Master Docket No. 11-CV-2509-LHK

**DECLARATION OF CHRISTINA BROWN  
IN SUPPORT OF DEFENDANTS' JOINT  
RENEWED MOTION TO SEAL  
MATERIALS IN CONNECTION WITH  
SUMMARY JUDGMENT AND DAUBERT  
MOTIONS AND DEFENDANTS' MOTION  
TO STRIKE**

1 I, Christina Brown, declare as follows:

2 1. I am a member of the Bar of the State of California and a counsel of the law firm  
3 of O'Melveny & Myers LLP, attorneys for Defendant Apple Inc. I submit this declaration in  
4 support of Defendants' Joint Renewed Motion to Seal Materials In Connection with Summary  
5 Judgment and Daubert Motions and Defendants' Motion to Strike (Dkt. 790) ("Renewed  
6 Motion"). I make this declaration based on my own personal knowledge and information  
7 provided to me. If called to testify as a witness, I could and would do so competently.

8 2. Apple seeks to seal only limited portions of certain materials filed in connection  
9 with the parties' motions for summary judgment, *Daubert* motions, and Defendants' motion to  
10 strike the improper rebuttal testimony in Dr. Leamer's reply expert report, as set forth below and  
11 reflected in the proposed redacted and highlighted versions of these documents filed in support of  
12 the Renewed Motion. I have reviewed these documents, and I believe there are compelling  
13 reasons to maintain under seal the portions set forth below. These portions contain and reflect  
14 information designated by Apple as CONFIDENTIAL – ATTORNEYS' EYES ONLY under the  
15 Stipulated Protective Order entered by the Court on January 24, 2012 (Dkt. 107).

16 3. Apple seeks to seal the following highly confidential, competitively sensitive  
17 information contained in the **October 1, 2012, Initial Class Certification Expert Report of**  
18 **Edward E. Leamer:**

- 19 • Page 23, figures 3 and 4 (lines pertaining to Apple) disclose the total compensation of  
20 Apple employees in each of Plaintiffs' (then) proposed classes and reflect Apple's  
21 highly confidential employee data;
- 22 • Page 51, footnote 164 (end of last parenthetical) describes one of Apple's specific  
23 strategies with respect to determining employee salaries;
- 24 • Page 53, figure 10 (line pertaining to Apple) reflects Apple's highly confidential  
25 employee compensation data and practices regarding bonus and equity compensation;
- 26 • Page 59, figure 15 discloses Apple's highly confidential employee compensation data;  
27 and
- 28 • Page 61, figure 17 reflects Apple's highly confidential employee salary data.

1           4.       Apple seeks to seal the following highly confidential, competitively sensitive  
2 information contained in the **December 10, 2012, Reply Expert Report of Edward E. Leamer:**

- 3           • Page 26, figure 1 (chart pertaining to Apple) reflects Apple's highly confidential
- 4           employee compensation data as to base salary increases;
- 5           • Page 29, paragraph 64 (portions of the first and third sentences) reflects Apple's
- 6           highly confidential employee compensation strategy and data;
- 7           • Page 42, figure 6 (chart pertaining to Apple) reflects Apple's highly confidential
- 8           strategies for determining and awarding employee compensation; and
- 9           • Page 43, figure 7 (chart pertaining to Apple) reflects Apple's highly confidential
- 10          strategies for determining and awarding employee equity compensation.

11          5.       Apple seeks to seal the following highly confidential, competitively sensitive  
12 information contained in the **May 10, 2013, Supplemental Expert Report of Edward E.**  
13 **Leamer:**

- 14          • Exhibit 2 discloses Apple's job titles and related employee-years and compensation
- 15          correlations and reflects Apple's highly confidential employee compensation data.

16          6.       Apple seeks to seal the following highly confidential, competitively sensitive  
17 information contained in the **July 12, 2013, Rebuttal Supplemental Expert Report of Edward**  
18 **E. Leamer:**

- 19          • Page 35, figure 7 discloses Apple's highly confidential and competitively sensitive
- 20          employee compensation data regarding base salaries.

21          7.       Apple seeks to seal the following highly confidential, competitively sensitive  
22 information contained in the **October 28, 2013, Initial Merits Expert Report of Edward E.**  
23 **Leamer:**

- 24          • Page 5, figure 2 (line pertaining to Apple) discloses the total compensation of the
- 25          Apple employees in the class and reflects Apple's highly confidential employee data.

26          8.       Apple seeks to seal the following highly confidential, competitively sensitive  
27 information contained in the **December 11, 2013, Reply Expert Report of Edward E. Leamer:**

28

- Page 3, table 1 (line pertaining to Apple) discloses the total compensation of the Apple employees in the class and reflects Apple's highly confidential employee data;
- Pages 36-37, figures 9, 10, and 11 depict scatter diagrams comparing the age and total compensation of Apple employees and reflect Apple's highly confidential employee data;
- Page 38, paragraphs 64 and 65 (redacted numbers) disclose the purported amount of increases in compensation at Apple and reflect Apple's highly confidential employee data;
- Page 40, figure 12 reflects predicted earnings at Apple by age and year, based on Apple's highly confidential employee data; and
- Page 76, Appendix A, paragraph 3 discloses the salary range for employees with a particular job title and reflects Apple's highly confidential employee data.

9. Apple seeks to seal the following highly confidential, competitively sensitive information contained in the **May 10, 2013, Expert Witness Report of Kevin F. Hallock:**

- Paragraph 41 reflects Apple's employee job levels and compensation strategies;
- Paragraph 42 reflects Apple's employee job levels, compensation strategies, and compensation data;
- Paragraphs 61 and 63 describe Apple's employee job levels, salary data, and compensation strategies;
- Figure 8 discloses Apple's employee job levels, compensation strategies, and compensation data;
- Figure 9 discloses Apple's salary and bonus levels and reflects Apple's highly confidential employee compensation data;
- Figures 10 and 11 disclose Apple's employee job levels and salary data; and
- Figure 14 discloses Apple's employee evaluation and compensation strategies.

10. Apple seeks to seal the following highly confidential, competitively sensitive information contained in the **October 27, 2013, Expert Witness Report of Kevin F. Hallock:**

- Paragraph 29 reflects Apple's employee job levels and compensation strategies;

- Paragraph 30 reflects Apple's employee job levels, compensation strategies, and compensation data;
- Paragraphs 49 and 51 describe Apple's employee job levels, salary data, and compensation strategies;
- Figure 3 discloses Apple's employee job levels, compensation strategies, and compensation data;
- Figure 4 discloses Apple's salary and bonus levels and reflects Apple's highly confidential employee compensation data;
- Figures 5 and 6 disclose Apple's employee job levels and salary data; and
- Figure 9 discloses Apple's employee evaluation and compensation strategies;

11. Apple seeks to seal the following highly confidential, competitively sensitive information contained in the **October 28, 2013, Expert Report of Alan Manning, Ph.D.:**

- Paragraph 42 discloses Apple's strategies and practices with respect to employee compensation and retention.

12. Apple seeks to seal the following highly confidential, competitively sensitive information contained in the **December 11, 2013, Rebuttal Expert Report of Alan Manning, Ph.D.:**

- Exhibit 3 discloses Apple's confidential information regarding the number and classification of certain employees.

13. Apple seeks to seal the following highly confidential, competitively sensitive information contained in the **November 25, 2013 Expert Report of Elizabeth Becker:**

- Paragraph 34 (redacted portion) reflects Apple's highly confidential employee job title data;
- Paragraphs 62 and 64-70 and footnote 59 (redacted portions) disclose Apple's highly confidential job title and level structure, specific employee job titles, and specific employee salaries and reflect its highly confidential employee data;
- Paragraph 109 (redacted portions) discloses Apple's highly confidential strategies and data regarding equity compensation;

- Paragraph 114 and footnote 83 (redacted portions) disclose Apple's highly confidential strategies and data regarding equity compensation for a particular job level;
- Paragraphs 120 and 124 (redacted portions) disclose Apple's highly confidential strategies and data regarding equity compensation;
- Footnote 95 (redacted portion) reflects Apple's highly confidential employee compensation practices and strategies;
- Paragraph 139 (redacted portion) reflects Apple's highly confidential employee hiring data;
- Paragraph 155 and footnote 117 (redacted portions) reflect Apple's highly confidential employee compensation practices and strategies;
- Exhibits A5, A6, B3 (Apple portions), B4, B6, C1, C2 (Apple portions), C4 (Apple portions), and D2 (Apple portions) disclose Apple's highly confidential employee compensation data and reflect its highly confidential compensation strategies;
- Appendices A5, A6, B3 (Apple portions), B4, B6 (Apple portions), C1, C2 (Apple portions), C4, D2 (Apple portions), and E3 disclose Apple's highly confidential employee compensation data and reflect its highly confidential compensation strategies; and
- Attachment 3 (Apple portions) discloses Apple's highly confidential job titles and associated salary data derived from Apple's highly confidential employee compensation data.

14. Apple seeks to seal the following highly confidential, competitively sensitive information contained in the **November 25, 2013 Expert Report of David Lewin**:

- Footnote 10 (redacted number) discloses confidential information regarding Apple's recruiting channels and strategies;
- Paragraphs 32 and 34 (redacted numbers) disclose Apple's sources of employee hiring and reflects its highly confidential employee data and hiring strategies;

- Figure 3 discloses Apple's sources of employee hiring and reflects its highly confidential employee data and hiring strategies;
- Paragraph 46 (redacted number) discloses Apple's sources of employee hiring and reflects its highly confidential employee data; and
- Exhibits 3B, 3D, 4B, and 5B disclose Apple's sources of employee hiring and reflect its highly confidential employee hiring strategies and data.

15. Apple seeks to seal the following highly confidential, competitively sensitive information contained in the **November 25, 2013, Expert Report of Professor Kevin M. Murphy**:

- Paragraph 20 (redacted portions) discloses Apple's sources and magnitude of employee hiring and reflects its highly confidential employee hiring strategies;
- Exhibit 2 discloses Apple's sources of employee hiring and reflects its highly confidential employee hiring strategies;
- Exhibit 3 discloses Apple's sources of employee hiring and highly confidential employee data and reflects its highly confidential employee hiring strategies; and
- Exhibit 5 discloses Apple's highly confidential employee data.

16. Apple seeks to seal the following highly confidential, competitively sensitive information contained in the **November 12, 2012, Expert Report of Professor Kevin M. Murphy**:

- Paragraph 46 (third sentence) reflects Apple's highly confidential employee compensation strategies and data;
- Exhibit 3 (chart pertaining to Apple) reflects Apple's highly confidential employee hiring strategies and employee data;
- Exhibit 5 (portions pertaining to Apple) reflects Apple's highly confidential employee hiring strategies and employee data;
- Exhibit 6 (portions pertaining to Apple) reflects Apple's highly confidential employee data;

- Exhibits 7A and 7B (portions pertaining to Apple) reflect Apple's highly confidential employee compensation data;
- Exhibits 8A and 8B (portions pertaining to Apple) reflect Apple's highly confidential employee compensation data;
- Exhibit 9A reflects Apple's highly confidential employee compensation data;
- Exhibit 11A reflects Apple's highly confidential employee compensation data;
- Appendices 1A through 2D (portions pertaining to Apple) reflect Apple's highly confidential employee hiring strategies and employee data;
- Appendices 3A and 3B (portions pertaining to Apple) reflect Apple's highly confidential employee compensation data; and
- Appendices 4A through 4D (portions pertaining to Apple) reflect Apple's highly confidential employee compensation data.

17. Apple seeks to seal the following highly confidential, competitively sensitive information contained in the **June 21, 2013, Expert Report of Professor Kevin M. Murphy**:

- Exhibit 1 (Apple chart) discloses Apple's employee compensation and reflects Apple's highly confidential employee compensation data;
- Exhibit 2 (Apple charts) discloses Apple's job titles and related highly confidential employee compensation data;
- Appendix A, page 1, discloses Apple's job levels, as well as information about several individual Apple employees;
- Appendix A, Exhibits 1 and 2 (redacted portions), reflects Apple's confidential, individual-level employee compensation and job levels; and
- Appendix B (redacted portions of Apple rows) reflects Apple's average employee compensation by job level and describes Apple's confidential job titles.

18. Apple seeks to seal the following highly confidential, competitively sensitive information contained in the **November 25, 2013 Expert Report of Lauren J. Stiroh, Ph.D.**:

- Paragraph 32 and footnote 69 (redacted portions) describe Apple's confidential strategies for determining employee salaries;



- 1 • Footnote 70 (redacted portion) describes Apple's confidential practices for  
2 determining employee salary increases;
- 3 • Paragraph 33 (redacted portions) discloses the magnitude of Apple's changes in  
4 employee salaries and reflects Apple's highly confidential employee data;
- 5 • Paragraph 34 (redacted portions) describes Apple's confidential practices and  
6 strategies for awarding employee bonus compensation;
- 7 • Paragraph 35 and footnotes 76 - 79 (redacted portions) describe Apple's confidential  
8 practices and strategies for awarding employee equity compensation;
- 9 • Paragraph 121 (redacted portion) discloses changes in base salaries for Apple  
10 employees in a particular employee cohort and reflects Apple's highly confidential  
11 employee data;
- 12 • Footnote 225 (redacted portion) discloses changes in total compensation for Apple  
13 employees in a particular employee cohort and reflects Apple's highly confidential  
14 employee data;
- 15 • Paragraph 134 (redacted portion) discloses changes in equity compensation for Apple  
16 employees in a particular employee cohort and reflects Apple's highly confidential  
17 employee data;
- 18 • Exhibits III.10, III.12, III.13, III.14, III.15, and III.16 depict the amounts of total  
19 compensation, base salary, bonus, cash compensation, and equity compensation paid  
20 to Apple employees over the years 2001 through 2011 and reflect Apple's highly  
21 confidential employee data;
- 22 • Exhibit IV.1 (pages pertaining to Apple) disclose Apple's sources of employee hiring  
23 and reflect its highly confidential employee hiring strategies and employee data;
- 24 • Exhibit IV.7 reflects Apple's highly confidential employee data, including particular  
25 employee salaries and growth;
- 26 • Exhibit IV.11 reflects Apple's highly confidential employee data, including total  
27 compensation growth for particular employees;
- 28

- Exhibit IV.15 (pages pertaining to Apple) disclose the entire set of Apple's precise employee job titles for the class and the number of employees and changes in total compensation by year for each;
- Exhibit IV.21 reflects Apple's highly confidential employee data, including changes in specific job titles for certain employees;
- Exhibit IV.26 reflects Apple's highly confidential employee data, including growth in equity compensation awarded to particular employees over time; and
- Exhibit IV.30 (Apple column) discloses the percentage of Apple employees receiving equity compensation by year and reflects Apple's highly confidential employee data.

19. Apple seeks to seal the following highly confidential, competitively sensitive information contained in the exhibits to the Declaration of Lisa J. Cisneros in Support of Plaintiffs' Opposition Briefs Re Dkts. 554, 556, 557, 559, 560, 561, 564, 570 ("Cisneros Exhibits"):

a. **Cisneros Exhibit J** (deposition excerpts of Darrin Baja), page 42, reflects Apple's confidential and competitively sensitive employee compensation strategies;

b. **Cisneros Exhibit K** (deposition excerpts of Richard Bechtel), pages 39, 80, 82-83, and 215-217, reflects Apple's confidential and competitively sensitive practices and strategies for determining employee compensation; and at page 80, reflects the deponent's personal employment information;

c. **Cisneros Exhibit L** (deposition excerpts of Mark Bentley), pages 262-263, reflects Apple's confidential and competitively sensitive practices and strategies for determining employee salaries;

d. **Cisneros Exhibit M** (deposition excerpts of Patrick Burke), pages 43 and 161, reflects Apple's confidential and competitively sensitive strategies for determining employee job levels and employee compensation;

e. **Cisneros Exhibit N** (deposition excerpts of Steve Burmeister), pages 32-36, 41-44, 51, 58, 64, 75-78, 88-90, 101-102, 112, 122-127, 152-154, 156, and 190-191, reflects Apple's

1 confidential and competitively sensitive strategies for determining employee job levels and  
2 compensation and Apple's highly confidential employee compensation data;

3 f. **Cisneros Exhibit Q** (deposition excerpts of Tony Fadell), pages 53 and 117,  
4 reflects Apple's confidential and competitively sensitive practices and strategies with respect to  
5 employee hiring and determining employee salaries;

6 g. **Cisneros Exhibit S** (deposition excerpts of Bob Mansfield), pages 36-37, 39, 41,  
7 and 45-46, reflects Apple's confidential and competitively sensitive strategies for determining  
8 employee job levels and compensation;

9 h. **Cisneros Exhibit T** (deposition excerpts of Ron Okamoto), the specific  
10 percentage figures at pages 130-131 and 133-134, reflects Apple's confidential and competitively  
11 sensitive strategies for determining and adjusting employee compensation and employee  
12 promotions;

13 i. **Cisneros Exhibit 268** (231APPLE009277) reflects Apple's highly confidential  
14 employee job levels, salary data, and compensation practices;

15 j. **Cisneros Exhibit 278** (231APPLE002150) discloses personal identifying  
16 information of a former Apple employee;

17 k. **Cisneros Exhibit 279** (231APPLE002151) discloses personal identifying  
18 information of a former Apple employee;

19 l. **Cisneros Exhibit 861** (231APPLE095700) discloses confidential proposed  
20 compensation determinations for specific Apple employees;

21 m. **Cisneros Exhibit 1130** (231APPLE099371) discloses specific percentage figures  
22 reflecting Apple's highly confidential strategies and practices for determining employee  
23 compensation;

24 n. **Cisneros Exhibit 1376** (231APPLE039426) discusses Apple's highly confidential  
25 recruiting strategies and practices and particular job level, an individual's telephone number and  
26 passcode, and personal identifying information of a job candidate;

o. **Cisneros Exhibit 1854** (231APPLE100673) describes Apple's highly confidential strategies for determining employee compensation, including employee salaries, bonus, and equity compensation;

p. **Cisneros Exhibit 1855** (Declaration of Steven Burmeister) and attached Exhibits B and C describe Apple's highly confidential strategies and practices for determining, analyzing and adjusting employee compensation, including base salaries, bonuses, and equity compensation, and reflect specific employee job levels and employee compensation data;

q. **Cisneros Exhibit 1856** (231APPLE105342) describes Apple's specific employee job levels, confidential salary data, and highly confidential practices and strategies for determining employee compensation and status;

r. **Cisneros Exhibit 1858** (231APPLE098912) contains a chart reflecting Apple's highly confidential compensation data, analysis, and strategy;

s. **Cisneros Exhibit 1859** (231APPLE105324) reflects Apple's highly confidential strategies and practices for determining employee salaries;

t. **Cisneros Exhibit 2249** (231APPLE132408), e-mail discussing and attaching Apple Computer, Inc. Confidentiality Agreement (Mutual) between Apple and Google, contains highly confidential and sensitive information regarding Apple's business strategies and partnerships, as set forth in the Declaration of Leslie Fithian (Dkt. 679); and

u. **Cisneros Exhibit 2262** (231APPLE131775), e-mail discussing and negotiating the terms of the iPhone SDK Developer Terms between Apple and Google, contains highly confidential and sensitive information regarding Apple's business strategies and partnerships, as set forth in the Declaration of Leslie Fithian (Dkt. 679).

20. Apple seeks to seal the following highly confidential, competitively sensitive information contained in the exhibits to the Declaration of Dean M. Harvey in Support of Plaintiffs' Opposition Briefs Re Dkts. 554, 556, 557, 559, 560, 561, 564, 570 ("Harvey Exhibits"):

a. **Harvey Exhibit 48** (ADOBE\_110060), Source Code Evaluation and Assistance Agreement between Apple and Adobe, contains highly confidential and sensitive information

1 regarding Apple's business strategies and partnerships, as set forth in the Declaration of Leslie  
2 Fithian (Dkt. 679);

3 b. **Harvey Exhibit 51** (ADOBE\_110308), Master Agreement for Mutual Disclosure  
4 of Information, Amendments One and Two to Master Agreement for Mutual Disclosure of  
5 Information, First and Second Addenda to Master Agreement for Mutual Disclosure of  
6 Information, and attached Exhibits and Appendices between Apple and Adobe, contains highly  
7 confidential and sensitive information regarding Apple's business strategies and partnerships, as  
8 set forth in the Declaration of Leslie Fithian (Dkt. 679);

9 c. **Harvey Exhibit 52** (ADOBE\_110368), Agreement for Disclosure of Adobe  
10 Information and Assignment between Apple and Adobe, contains highly confidential and  
11 sensitive information regarding Apple's business strategies and partnerships, as set forth in the  
12 Declaration of Leslie Fithian (Dkt. 679);

13 d. **Harvey Exhibit 53** (ADOBE\_110398), Master Agreement for Mutual Disclosure  
14 of Information and attached Exhibits and Appendices between Apple and Adobe, contains highly  
15 confidential and sensitive information regarding Apple's business strategies and partnerships, as  
16 set forth in the Declaration of Leslie Fithian (Dkt. 679);

17 e. **Harvey Exhibit 54** (ADOBE\_110454), Joint Development and License  
18 Agreement and attached Exhibits between Apple and Adobe, contains highly confidential and  
19 sensitive information regarding Apple's business strategies and partnerships, as set forth in the  
20 Declaration of Leslie Fithian (Dkt. 679);

21 f. **Harvey Exhibit 58** (231APPLE003854) (redacted portion on page 20) discloses  
22 highly confidential data regarding Apple's recruiting efforts and job offers to particular  
23 candidates;

24 g. **Harvey Exhibit 59** (231APPLE007258) discloses Apple's highly confidential and  
25 competitively sensitive specific employee job levels and salary data;

26 h. **Harvey Exhibits 60** (231APPLE008537) discloses Apple's highly confidential  
27 and competitively sensitive specific employee job levels and salary data;  
28

1 i. **Harvey Exhibit 61** (231APPLE008912) discloses Apple's highly confidential and  
2 competitively sensitive specific employee job levels and salary data;

3 j. **Harvey Exhibit 62** (231APPLE011618) discloses Apple's highly confidential and  
4 competitively sensitive specific employee job levels and salary data;

5 k. **Harvey Exhibit 63** (231APPLE056385) discloses Apple's confidential  
6 considerations with respect to hiring a specific employee and further reflects Apple's highly  
7 confidential compensation and recruiting strategies;

8 l. **Harvey Exhibit 64** (231APPLE094041) discloses Apple's highly confidential  
9 employee compensation and review strategies;

10 m. **Harvey Exhibit 66** (231APPLE100713) discloses Apple's highly confidential and  
11 competitively sensitive specific employee job levels and salary data;

12 n. **Harvey Exhibit 67** (231APPLE105340) discloses Apple's highly confidential and  
13 competitively sensitive specific employee job levels and salary data;

14 o. **Harvey Exhibit 68** (231APPLE108086) describes Apple's highly confidential and  
15 competitively sensitive strategies and considerations with respect to employee recruiting and  
16 hiring;

17 p. **Harvey Exhibit 69** (231APPLE116655 - 231APPLE116801), Confidential  
18 Information Transmittal Record for Restricted Secret Information ("RS-CITR"), Amendment #1  
19 to Exhibit 5 of Key Terms & Principles, and Master Development License Agreement and  
20 attached Exhibits between Apple and Intel, contains highly confidential and sensitive information  
21 regarding Apple's business strategies and partnerships, as set forth in the Declaration of Leslie  
22 Fithian (Dkt. 679);

23 q. **Harvey Exhibit 69** (231APPLE131828 - 231APPLE125054), Drafts of  
24 Amendment Five to Information Services Agreement, Amendment Three to License Agreement,  
25 and Amendment One to License Agreement between Apple and Google, contains highly  
26 confidential and sensitive information regarding Apple's business strategies and partnerships, as  
27 set forth in the Declaration of Leslie Fithian (Dkt. 679);  
28

1           r.       **Harvey Exhibit 70** (231APPLE123280), Mutual Non-Disclosure Agreement  
2 between Apple and Google, contains highly confidential and sensitive information regarding  
3 Apple's business strategies and partnerships, as set forth in the Declaration of Leslie Fithian (Dkt.  
4 679);

5           s.       **Harvey Exhibit 71** (231APPLE124988), License Agreement and attached  
6 Exhibits between Apple and Google, contains highly confidential and sensitive information  
7 regarding Apple's business strategies and partnerships, as set forth in the Declaration of Leslie  
8 Fithian (Dkt. 679);

9           t.       **Harvey Exhibit 72** (231APPLE130883), License Agreement and attached  
10 Exhibits between Apple and Google, contains highly confidential and sensitive information  
11 regarding Apple's business strategies and partnerships, as set forth in the Declaration of Leslie  
12 Fithian (Dkt. 679);

13           u.       **Harvey Exhibit 73** (231APPLE131137), My Location Protocol Terms of Service  
14 between Apple and Google, contains highly confidential and sensitive information regarding  
15 Apple's business strategies and partnerships, as set forth in the Declaration of Leslie Fithian (Dkt.  
16 679);

17           v.       **Harvey Exhibit 74** (231APPLE132589), Information Services Agreement and  
18 attached Exhibits between Apple and Google, contains highly confidential and sensitive  
19 information regarding Apple's business strategies and partnerships, as set forth in the Declaration  
20 of Leslie Fithian (Dkt. 679);

21           w.       **Harvey Exhibit 75** (231APPLE133899) reflects Apple's highly confidential and  
22 competitively sensitive business strategies and internal assessments of its competitive position in  
23 the market;

24           x.       **Harvey Exhibit 134** (GOOG-HIGH-TECH-00625486), Information Services  
25 Agreement and attached Exhibits between Apple and Google, contains highly confidential and  
26 sensitive information regarding Apple's business strategies and partnerships, as set forth in the  
27 Declaration of Leslie Fithian (Dkt. 679);  
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1           y.       **Harvey Exhibit 135** (GOOG-HIGH-TECH-00625496), Amendment One to  
 2 Information Services Agreement between Apple and Google, contains highly confidential and  
 3 sensitive information regarding Apple's business strategies and partnerships, as set forth in the  
 4 Declaration of Leslie Fithian (Dkt. 679);

5           z.       **Harvey Exhibit 136** (GOOG-HIGH-TECH-00625509), Product Integration  
 6 Agreement and attached Exhibits between Apple and Google, contains highly confidential and  
 7 sensitive information regarding Apple's business strategies and partnerships, as set forth in the  
 8 Declaration of Leslie Fithian (Dkt. 679);

9           aa.     **Harvey Exhibit 137** (GOOG-HIGH-TECH-00625532), Google Mail License  
 10 Agreement and attached Exhibits between Apple and Google, contains highly confidential and  
 11 sensitive information regarding Apple's business strategies and partnerships, as set forth in the  
 12 Declaration of Leslie Fithian (Dkt. 679);

13          bb.     **Harvey Exhibit 138** (GOOG-HIGH-TECH-00625631), Contact Sync License  
 14 Agreement between Apple and Google, contains highly confidential and sensitive information  
 15 regarding Apple's business strategies and partnerships, as set forth in the Declaration of Leslie  
 16 Fithian (Dkt. 679); and

17          cc.     **Harvey Exhibit 139** (GOOG-HIGH-TECH-00625733), Cooperative Marketing  
 18 and Services Agreement and attached Exhibits between Apple and Google, contains highly  
 19 confidential and sensitive information regarding Apple's business strategies and partnerships, as  
 20 set forth in the Declaration of Leslie Fithian (Dkt. 679).

21          21.     As set forth in the Declaration of Mark Bentley Pursuant to Civil Local Rule 79-  
 22 5(d) in Support of Administrative Motion to File Under Seal at ¶ 4 (Dkt. 204), the Declaration of  
 23 Steven Burmeister in Support of Defendants' Opposition to Plaintiffs' Motion for Class  
 24 Certification at ¶ 11 (Dkt. 215-4), and the Declaration of Leslie Fithian in Support of Defendants'  
 25 Joint Response to Plaintiffs' Administrative Motion to File Under Seal Filings Related to  
 26 Plaintiffs' Opposition Briefs and Filings Re Dkts. 554, 556, 557, 559, 560, 561, 564, 570 at ¶¶ 4-  
 27 5 (Dkt. 679), the information Apple seeks to redact from the documents set forth above is  
 28 extremely sensitive, and Apple considers it to be, and treats it as, highly confidential, proprietary,



1 and competitively sensitive. Apple does not disclose this information publicly, to third parties, or  
2 even to most Apple employees, and limits its disclosure to employees who require it to carry out  
3 their job duties. Apple derives an economic benefit from maintaining the confidentiality of this  
4 information and would suffer serious competitive harm if it were disclosed because Apple's  
5 competitors, potential business partners, and other third parties would gain detailed information  
6 and insight into its confidential and proprietary business strategies and partnerships, compensation  
7 strategies and practices, and recruiting strategies. Public disclosure of this information would put  
8 Apple at a significant disadvantage with respect to its business dealings and partnerships and to  
9 recruiting, hiring, and compensating its employees. Apple would therefore be prejudiced if this  
10 information were made available to the general public.

11 22. Because these portions of the documents cannot be publicly disclosed without  
12 causing serious harm, as described above, Apple requests that they be maintained under seal and  
13 redacted from the publicly-filed versions of the documents.

14 I declare under penalty of perjury under the laws of the United States that the above is true  
15 and correct.

16 Executed on April 10, 2014, in San Francisco, California.

17  
18 By: /s/ Christina J. Brown  
19 Christina J. Brown  
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